

ARTICLES OF MERGER

of

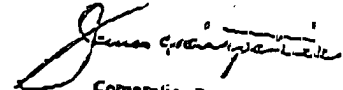
Union Electric Company

and

Missouri Power &amp; Light Company

FILED AND CERTIFICATE  
ISSUED

DEC 30 1983



Corporation Dept. SECRETARY OF STATE

The undersigned corporations pursuant to Section 351.430, RSMo., hereby execute the following Articles of Merger:

- (1) The Plan of Merger is attached hereto as Exhibit 1.
- (2) As to each corporation, the number of shares outstanding are:

Name

Number of Shares Outstanding  
as of the Record Date for shares  
entitled to vote upon Merger

Union Electric Co.

94,439,222

Missouri Power &amp; Light Co.

3,060,000

- (3) As to each corporation, the number of shares voted FOR and AGAINST the Plan of Merger are:

NameNumber of Shares voted FOR

Union Electric Company

65,356,599

Missouri Power &amp; Light Company

3,039,333

Number of Shares voted AGAINST

Union Electric Company

1,181,605

Missouri Power &amp; Light Company

4,468

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be duly executed as of the 2nd day of December, 1983.

By

Secretary

W. Gmelin

E. M. Linn

NOTED  
MY SOG

MISSOURI POWER & LIGHT COMPANY

ATTEST:

By David C. Harrison  
David C. Harrison  
President

J. Steve Weber  
Secretary

STATE OF MISSOURI )  
 ) SS  
CITY OF ST. LOUIS )

David C. Harrison, of lawful age, being duly sworn, deposes and says that he is the President of Missouri Power & Light Company, one of the corporations described in the foregoing Articles of Merger, that he is duly authorized to and did sign said Articles of Merger, that he has knowledge of the facts stated in the foregoing Articles of Merger and for and on behalf of said corporation states that such facts are true to the best of his knowledge and belief.

David C. Harrison

Subscribed and sworn to before me this 21st day of December, 1983.

Mary C. Guinn

MARY C. GUINN  
NOTARY PUBLIC—STATE OF MISSOURI  
ST. LOUIS CITY  
MY COMMISSION EXPIRES JUNE 15, 1986

## EXHIBIT

1

PLAN OF MERGER  
OF  
MISSOURI POWER & LIGHT COMPANY  
a Missouri Corporation  
with and into  
UNION ELECTRIC COMPANY  
a Missouri Corporation  
under the name of  
UNION ELECTRIC COMPANY

Article I

## THE MERGING CORPORATIONS

The corporations proposing to merge are Missouri Power & Light Company, a Missouri corporation ("MPL"), and Union Electric Company, a Missouri corporation ("UE"). Said corporations are hereinafter sometimes collectively referred to as the "Merging Corporations." MPL shall merge with and into UE and UE shall be the surviving corporation (the "Surviving Corporation"). This Plan of Merger is hereinafter sometimes referred to as the "Merger Plan" and the merger provided for herein is hereinafter sometimes referred to as the "Merger."

Article II

## EFFECTIVE DATE

The date a Certificate of Merger shall be issued by the Secretary of State of the State of Missouri shall be the effective date ("Effective Date") for all purposes of this Merger Plan and the Merger shall be consummated in accordance with said Merger Plan and shall become effective on the Effective Date.

Article IIITERMS AND CONDITIONS OF THE MERGER  
AND MODE OF CARRYING IT INTO EFFECT

The terms and conditions of the Merger and the mode of carrying it into effect are as follows:

A. Upon the Merger becoming effective, the Merging Corporations shall be a single corporation, which shall be UE, the Surviving Corporation, and the separate existence of MPL shall cease. No changes in the Articles of Incorporation of UE are to be effected by the Merger. The Articles of Incorporation of UE (as amended up to the Effective Date of the Merger) shall, without any further action on the part of shareholders, be the Articles of Incorporation of the Surviving Corporation until

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further amended as provided by law. The By-Laws of UE in effect on the Effective Date shall be the By-Laws of the Surviving Corporation until altered, amended or repealed. The Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under The General and Business Corporation Law of Missouri.

B. (i) On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Merging Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of the State of Missouri vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Merging Corporations; and any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either Merging Corporation shall be impaired by the Merger.

(ii) If at any time any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Merging Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Merging Corporations as of the Effective Date shall execute and deliver deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.

C. Upon the Merger becoming effective:

All shares of the Common Stock, Preferred Stock and Preference Stock of UE then issued, including any shares thereof held in the treasury of UE, shall continue to be issued shares of the capital stock of UE, and the stock certificates then representing shares of the Common Stock and Preferred Stock and Preference Stock of UE shall be deemed for all corporate purposes to evidence the ownership of the same number of shares of Common

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Stock, Preferred Stock and Preference Stock of the Surviving Corporation.

Each outstanding share of Preferred Stock, 4.30% Series, with a \$100 par value, of MPL automatically shall be converted into a share of Preferred Stock, \$4.75 Series, with a \$100 stated value, of the Surviving Corporation and each outstanding share of Preferred Stock, 3.90% Series, with a \$100 par value, of MPL automatically shall be converted into a share of Preferred Stock, \$4.30 Series, with a \$100 stated value, of the Surviving Corporation. Certificates for shares of Preferred Stock, \$4.75 Series and \$4.30 Series, of the Surviving Corporation will be issued as requested in place of and upon surrender of the certificates for shares of MPL to be converted on the aforesaid basis.

All the issued and outstanding shares of Common Stock of MPL owned by UE shall be cancelled and no stock of UE shall be issued in respect thereof.

D. Anything herein or elsewhere to the contrary notwithstanding, this Merger Plan may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after receipt of approvals of shareholders, regulatory bodies and third parties, by mutual written consent of the Merging Corporations.

E. This Merger Plan may be amended, modified or supplemented in whole or in part (a) before approval by shareholders, regulatory bodies or third parties, by mutual written consent of the Merging Corporations and (b) after approval by shareholders, regulatory bodies or third parties, by mutual written consent of the Merging Corporations and with such approval, if any, by shareholders, regulatory bodies or third parties as may be required.

F. Wherever provision is made in the Merger Plan for mutual agreement or consent of the Merging Corporations, or for a consent or approval of either UE or MPL, such consent or approval shall be given by either party by its Board of Directors, or by a committee of the Board or by an officer or officers authorized by vote of the Board to so act.

G. Section C of Article III of the Merger Plan reflects the two series of Preferred Stock of MPL outstanding as of December 13, 1982 (the effective date of the Merging Corporations agreement to merge). If at any time prior to the Effective Date, the Board of Directors of MPL shall create and issue one or more additional series of Preferred Stock, Section C of Article III of this Merger Plan shall thereupon be appropriately amended to incorporate therein each such additional series. For purposes of

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this Article III, any such amendment to Section C of this Article III shall not be deemed to be an amendment to this Merger Plan requiring compliance with the provisions of Section E of this Article III.

H. The aggregate amount of the net assets of the Merging Corporations which is available for the payment of dividends immediately prior to the Effective Date, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

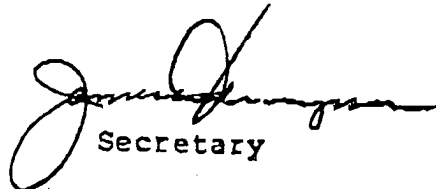
#### Article IV

##### DIRECTORS AND OFFICERS

On and after the Effective Date, the members of the Board of Directors of UE shall be the members of the Board of Directors of the Surviving Corporation, the officers of UE shall be the officers of the Surviving Corporation, and said directors and officers shall hold office until the next annual meeting of the Surviving Corporation or as otherwise provided by law or by the By-Laws of the Surviving Corporation.

I, James C. Thompson, hereby certify that the foregoing is a true and correct copy of the Plan of Merger as adopted by Union Electric Company and Missouri Power & Light Company on December 13, 1982.

December 29, 1983.

  
Secretary



Office of Individual Income Tax  
P.O. Box 2200  
Jefferson City, Missouri 65105

Senior Citizens Unit  
P.O. Box 2800  
Jefferson City, Missouri 65105

Inheritance/Estate Tax Section  
P.O. Box 27  
Jefferson City, Missouri 65105

Returned Check Unit  
P.O. Box 27  
Jefferson City, Missouri 65105

**MISSOURI DEPARTMENT OF REVENUE**

Christopher S. Bond  
Governor

Richard A. King  
Director of Revenue

Camden R. Fine  
Director  
Division of Taxation and Collection

Franchise Tax Unit  
P.O. Box 371  
Jefferson City, Missouri 65105

Corporate Tax Section  
P.O. Box 700  
Jefferson City, Missouri 65105

Withholding Tax Section  
P.O. Box 899  
Jefferson City, Missouri 65105

Quarter-Monthly Withholding Unit  
P.O. Box 3333  
Jefferson City, Missouri 65105

December 9, 1983

Union Electric Company  
1901 Gratiot Street  
P.O. Box 149  
St. Louis, MO 63166

Attention: James M. Bridge

RE: Union Electric Company  
00040441

Dear Sir:

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

Sincerely yours,

Ellen Ann Walther  
Franchise Tax Unit  
Office of Miscellaneous Income Taxes

EAW:ds

CT-3

No. #00040441



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

## CORPORATION DIVISION

### Certificate of Merger— Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations MISSOURI POWER & LIGHT COMPANY (#00027533)

INTO:

UNION ELECTRIC COMPANY (#00040441)


Organized and Existing Under Laws of Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with UNION ELECTRIC COMPANY (#00040441)

as the surviving corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 30th day of December, 19 83.

  
James C. Kirkpatrick  
Secretary of State